

FEDERAL REGISTER



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Washington, Saturday, April 29, 1939

The President

EMPLOYMENT WEEK AND EMPLOYMENT SUNDAY

BY THE PRESIDENT OF THE UNITED STATES OF AMERICA

A PROCLAMATION

As industry and business make substantial progress towards recovery there are ever-increasing employment opportunities for all groups. It is important to our social equilibrium that these opportunities be equitably shared, and that no group in the population shall feel itself discriminated against in hiring policies. It is particularly important that those men and women who have reached the age where their family responsibilities are at a peak receive their fair share of the new jobs, and are at least allowed to compete for these openings on the basis of their actual qualifications, freed from the handicap of an unfounded prejudice against age alone.

I am mindful of the fact that among those over forty years of age are a great body of our most experienced, able, and competent workers; that this group as a whole is not sharing as fully as other age groups in the employment revival; that many of those over forty have lost their jobs through no personal failing but because of circumstances over which they, and their employers, had no direct control; that among those over forty and still actively in the labor market are practically the entire group of World War veterans (whose average age is 46), a group that is surely entitled to look to our society for security and economic independence.

A committee of distinguished representatives of industry, labor, and the public has recently issued its report to the Secretary of Labor in which it analyzes the factual basis for the alleged prejudice against hiring middle-aged workers and finds no good reasons that would support the continuance of this prejudice.

In view of these considerations, I should like to ask employers throughout the country to give special consideration to this problem of the middle-aged worker, to review and re-examine their current policies in order to determine whether applicants who are over forty years of age are being given a fair opportunity to qualify for jobs, and to study their various departments and processes with a view to seeing where the qualifications and abilities of these older applicants could be utilized. I want to urge social agencies, labor organizations, and the general public to join in giving this problem their earnest consideration:

NOW, THEREFORE, I, FRANKLIN D. ROOSEVELT, President of the United States of America, do hereby declare the week beginning April 30, 1939, as Employment Week, and do hereby declare Sunday, April 30, 1939, as Employment Sunday, and urge all churches, civic organizations, Chambers of Commerce, veterans organizations, industry, labor, and the press, throughout the United States to observe that week and that Sunday as Employment Week and Employment Sunday to the end that interest in the welfare of the older workers may be stimulated and employment opportunity afforded them.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of the United States of America to be affixed.

DONE at the City of Washington this 26th day of April in the year of our Lord nineteen hundred and thirty-nine, and of the Independence of the United States of America the one hundred and sixty-third.

FRANKLIN D. ROOSEVELT

By the President,

CORDELL HULL

Secretary of State.

[No. 2331]

[F. R. Doc. 39-1447; Filed, April 28, 1939; 11:58 a. m.]

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ENLARGING THE WHITMAN NATIONAL FOREST—OREGON

BY THE PRESIDENT OF THE UNITED STATES OF AMERICA

A PROCLAMATION

WHEREAS the hereinafter-described public lands in the State of Oregon have been found to be chiefly valuable for national-forest purposes; and

WHEREAS such lands are within the limitations contained in the act of March 4, 1925, entitled "An Act to authorize the addition of certain lands to the Whitman National Forest", c. 541, 43 Stat. 1282; and

WHEREAS it appears that the addition of such lands to the Whitman National Forest would be in the public interest:

NOW, THEREFORE, I, FRANKLIN D. ROOSEVELT, President of the United States of America, under and by virtue of the power vested in me by the aforesaid act of March 4, 1925, do proclaim that, subject to all valid existing claims, the following-described public lands in the State of Oregon are hereby added

to, and reserved as a part of, the Whitman National Forest:

Willamette Meridian

T. 10 S., R. 38 E.,
sec. 3, lot 2;
T. 11 S., R. 38 E.,
sec. 11, NE $\frac{1}{4}$ NE $\frac{1}{4}$;
sec. 17, NE $\frac{1}{4}$ NE $\frac{1}{4}$, S $\frac{1}{2}$ SE $\frac{1}{4}$;
sec. 30, S $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$,
W $\frac{1}{2}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SE $\frac{1}{4}$;
T. 11 S., R. 40 E.,
sec. 31, lots 3 and 4;
aggregating 626.25 acres.

Executive Orders No. 4220 of May 8, 1925, and No. 6910 of November 26, 1934, as amended, withdrawing public lands for classification, are hereby revoked so far as they affect any of the above-described lands.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of the United States to be affixed.

DONE at the City of Washington, this 26th day of April, in the year of our Lord nineteen hundred and thirty-nine, and of the Independence of the United States of America the one hundred and sixty-third.

FRANKLIN D. ROOSEVELT

By the President:

CORDELL HULL

Secretary of State.

[No. 2332]

[F. R. Doc. 39-1448; Filed, April 28, 1939; 11:58 a. m.]

Rules, Regulations, Orders

TITLE 7—AGRICULTURE

FEDERAL SURPLUS COMMODITIES CORPORATION

AMENDMENT TO "REGULATIONS AND CONDITIONS GOVERNING THE ISSUANCE OF FOOD ORDER STAMPS, ESTABLISHING THE ELIGIBILITY OF THE HOLDERS THEREOF TO RECEIVE AGRICULTURAL COMMODITIES OF THE PRODUCTS THEREOF AND PROVIDING FOR THE PAYMENT OF CLAIMS MADE BY RETAILERS OF SUCH COMMODITIES AND PRODUCTS"

Section 200 of "Regulations And Conditions Governing The Issuance Of Food Order Stamps, Establishing The Eligibility Of The Holders Thereof To Receive Agricultural Commodities Or The Products Thereof And Providing For The Payment Of Claims Made By Retailers Of Such Commodities And Products", made and prescribed on April 21, 1939,¹ is hereby amended by inserting after the second sentence thereof the following:

"If it is determined by the Corporation that certain designated family groups have insufficient funds or means to purchase or obtain the minimum of orange-colored food order stamps herein prescribed, the Corporation may fix

¹ 4 F. R. 1683 DI.

a lower minimum for such family groups and their members."

In testimony whereof, I have hereunto set my hand and caused the official seal of the Department of Agriculture to be affixed in the City of Washington, District of Columbia, this 27th day of April 1939.

[SEAL]

H. A. WALLACE,
Secretary of Agriculture.

[F. R. Doc. 39-1449; Filed, April 28, 1939; 12:46 p. m.]

AGRICULTURAL ADJUSTMENT ADMINISTRATION

[Wheat 40-1]

PART 728—REGULATIONS PERTAINING TO FARM ACREAGE ALLOTMENTS FOR THE 1940 CROP OF WHEAT*

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728.111	Applicable provisions of the Act.
728.112	Method of establishing farm acreage allotments.
	(a) Farms upon which wheat was seeded for harvest in any one of the years 1937, 1938, and 1939.
	(b) Farms upon which wheat was not seeded for harvest in any one of the years 1937, 1938, and 1939.
728.113	Opportunity to furnish data.
728.114	Instructions and forms.
728.115	Definitions.

By virtue of the authority vested in the Secretary of Agriculture by Section 375 of the Agricultural Adjustment Act of 1938 (Public Law No. 430, 75th Congress, approved February 16, 1938), as amended, I do make, prescribe, publish, and give public notice of the following regulations governing farm acreage allotments for the 1940 crop of wheat under Title III of said Act, to be in force and effect until rescinded, amended or superseded by regulations hereafter made by the Secretary of Agriculture under said Act.

SEC. 728.111 *Applicable provisions of the Act.* Section 334 (c) of the Act provides as follows:

The allotment to the county shall be apportioned by the Secretary, through the local committees, among the farms within the county on the basis of tillable acres, crop-rotation practices, type of soil, and topography. Not more than 3 per centum of such county allotment shall be apportioned to farms on which wheat has not been planted during any of the three marketing years immediately preceding the marketing year in which the allotment is made.

The amount of the national acreage allotment is provided for by Section 333 of the Act, the amount of the State acreage allotment by Section 334 (a) of the Act, and the amount of the county acreage allotment by Section 334 (b) of the Act.*

SEC. 728.112 *Method of establishing farm acreage allotments—(a) Farms upon which wheat was seeded for harvest*

*Sections 728.111 to 728.115 issued under the authority contained in Sec. 334 (c), 375 (b), 52 Stat. 54, 66; 16 U. S. C., Sup. IV, 1334 (c), 1375 (b).

in any one of the years 1937, 1938, and 1939—(1) *Tillable acres and crop-rotation practices.* As the basis for apportionment for the first two factors (tillable acres and crop-rotation practices), specified in Section 334 (c) of the Act, the county committee shall first determine for each farm a "usual" acreage of wheat. This acreage shall be the average annual acreage of wheat seeded for harvest, (plus the acreage determined by the county committee to have been diverted from the production of wheat under the agricultural adjustment and conservation programs) during the period 1936, 1937, and 1938, and including also one or both of the years 1934 and 1935 if it is determined, pursuant to instructions issued by the Administrator of the Agricultural Adjustment Administration, that the inclusion of such additional years is necessary in order to reflect the usual acreages of wheat on farms in the county. However, if, with respect to any farm, the county committee finds that the acreage seeded to wheat in any of the years in such period (a) was abnormally low due to extreme flood or drought, (b) is not typical of the farm for 1940 due to customary crop-rotation practices, a change in such practices, or a change in the acreage of cropland in the farm, or (c) was abnormally high due to failure of crops other than wheat, such year shall be eliminated in determining the usual acreage of wheat for such farm. If for any of such years no data are available, such year shall also be eliminated.

For any farm for which all the years in the applicable period are thus eliminated, the usual acreage of wheat shall be determined by the county committee on the basis of tillable acres and crop-rotation practices; this usual acreage shall fall within the limits of the average annual acreage of wheat on such farm during the period used for determining usual acreages and the indicated usual acreage described in the next following two sentences. This indicated usual acreage shall be determined by multiplying the acreage of cropland on such farm in 1939 by the ratio of wheat acreage to cropland which was determined, or could have been determined, for this purpose under the regulations pertaining to the establishment of 1939 farm wheat acreage allotments. If for any county or community such ratio does not appear representative of the usual ratio of wheat acreage to cropland for farms on which wheat was seeded for harvest in 1937, 1938, or 1939, the ratio for such county or community shall be determined by dividing the average annual acreage seeded to wheat for harvest in 1936, 1937, and 1938 by the 1939 cropland on farms on which wheat was seeded for harvest in 1937, 1938, or 1939.

(2) *Type of soil and topography.* For farms with respect to which the varia-

tion in the adaptation of the soil for the production of wheat and the topography of the cropland from the average for the county or the community is not reflected in the usual acreage of wheat for the farm, such usual acreage shall be adjusted by the county committee so as to reflect such variation in the type of soil and topography: *Provided*, That the adjustment in the usual acreage on the basis of the type of soil and topography shall not exceed 25 percent.

(3) *Adjustment to county acreage allotment.* The usual acreages of wheat determined under subparagraphs (1) and (2) of this paragraph (a), adjusted pro rata to equal 97 per cent of the county acreage allotment, shall be the farm acreage allotments for farms on which wheat was seeded for harvest in at least one of the three years 1937, 1938, and 1939. Such allotments shall be subject to further adjustments under paragraph (b) of this section.

(b) *Farms upon which wheat was not seeded for harvest in any one of the years 1937, 1938, and 1939.* For farms upon which wheat was not seeded for harvest in any one of the years 1937, 1938, and 1939, but for which a wheat acreage allotment is requested for 1940 the county committee shall determine a wheat acreage allotment which is comparable to those determined under paragraph (a) of this section for farms which are similar with respect to tillable acreage, type of soil, and topography: *Provided*, That the wheat acreage allotment for any such farm shall not exceed the wheat acreage allotment requested for the farm: *And Provided further*, That the sum of all such farm acreage allotments in the county shall not exceed 3 per centum of the county acreage allotment. If the sum of all such farm acreage allotments in the county is less than 3 per centum of the county acreage allotment, the remaining acreage shall be used as a reserve to correct any errors in the making of acreage allotments and in the event that such remaining acreage is not needed for this purpose, it shall if determined to be practical, be distributed pro rata among all farms in the county upon which wheat was planted for harvest in any one of the years 1937, 1938, and 1939.*

SEC. 728.113 *Opportunity to furnish data.* Each person owning or operating a farm in the county may submit to the county committee any information or data which is relevant to the factors to be taken into consideration by the county committee in establishing farm acreage allotments.*

SEC. 728.114 *Instructions and forms.* The Administrator of the Agricultural Adjustment Administration shall cause to be prepared and issued with his approval such instructions and such forms as may be required to carry out these regulations.*

SEC. 728.115 *Definitions.* As used in these regulations and in all forms and documents in connection therewith, unless the context or subject matter otherwise requires:

1. *Act* means the Agricultural Adjustment Act of 1938 and any amendments thereto.

2. *Secretary of Agriculture* means the Secretary of Agriculture of the United States.

3. *Administrator* means the Administrator of the Agricultural Adjustment Administration of the United States Department of Agriculture.

4. *State committee* means the group of persons designated within any State to assist in the administration of Sections 7 to 17, inclusive, of the Soil Conservation and Domestic Allotment Act.

5. *County committee* means a committee utilized for the county under Sections 7 to 17, inclusive, of the Soil Conservation and Domestic Allotment Act.

6. *Farm* means all adjacent or nearby farm land under the same ownership which is operated by one person, including also:

(i) Any other adjacent or nearby farm land which the county committee, in accordance with instructions issued by the Agricultural Adjustment Administration, determines is operated by the same person as part of the same unit with respect to the rotation of crops and with workstock, farm machinery, and labor substantially separate from that for any other land, and

(ii) Any field-rented tract (whether operated by the same or another person) which, together with any other land included in the farm, constitutes a unit with respect to the rotation of crops.

A farm shall be regarded as located in the county or administrative area, as the case may be, in which the principal dwelling is situated, or if there is no dwelling thereon, it shall be regarded as located in the county or administrative area, as the case may be, in which the major portion of the farm is located.

7. *Cropland* means farm land which in 1939 was tilled or was in regular rotation excluding restoration land and any land which constitutes or will constitute if such tillage is continued a wind-erosion hazard to the community and excluding also, except in the Southern Region, any land in commercial orchards.*

Done at Washington, D. C., this 27th day of April 1939. Witness my hand and the seal of the Department of Agriculture.

[SEAL]

H. A. WALLACE,
Secretary of Agriculture.

[F. R. Doc. 39-1450; Filed, April 28, 1939; 12:46 p. m.]

**TITLE 24—HOUSING CREDIT
HOME OWNERS' LOAN
CORPORATION**

PART 403, PROPERTY MANAGEMENT

**AGREEMENTS WITH SALES AND MANAGEMENT
BROKERS**

Amending Part 403 of Title 24 of the Code of Federal Regulations.

Section 403.06 is amended to read as follows:

The Corporation shall endeavor to sell, rent and manage properties under the jurisdiction of the Property Management Division through brokers in all localities where satisfactory arrangements can be made and maintained for such facilities and where it appears to the best interests of the Corporation to conduct those activities in such manner. Agreements with brokers for the sale, rental and management of such properties may be executed and cancelled on behalf of the Corporation by the Regional Manager, and also by the Assistant Regional Manager in Charge of Property Management when directed by the Regional Manager. Such brokers' agreements shall be on approved forms, and notice of cancellation of any such brokers' agreement shall be in such form as the Regional Counsel shall prescribe. (Effective May 15, 1939)

(Home Owners' Loan Act of 1933, 48 Stat. 129, 132 as amended by Section 13 of the Act of April 27, 1934, 48 Stat. 647; 12 U. S. C. 1463 (a), (k)).

Adopted by the Federal Home Loan Bank Board on April 21, 1939.

[SEAL]

R. L. NAGLE,
Secretary.

[F. R. Doc. 39-1439; Filed, April 27, 1939;
2:22 p. m.]

[Administrative Order No. 332]

PART 403, PROPERTY MANAGEMENT

**JURISDICTION OF SALES AND MANAGEMENT
SECTIONS; LISTING PROCEDURE**

Amending Part 403 of Chapter IV, Title 24 of the Code of Federal Regulations.

Sections 403.06-9 and 403.06-10 are amended to read as follows:

SEC. 403.06-9 When a decision has been reached as to the disposition to be made of a property the property shall be assigned to the Sales Section if it is to be listed for sale, or to the Management Section if it is to be offered for rent. Properties may be listed jointly for sale and rent, and may be listed prior to reconditioning.

SEC. 403.06-10 It shall be the responsibility of the Analysis Section to furnish to the Listing Sub-Section pertinent data in order to enable that Sub-Section to prepare a specific listing of the property either for sale or rent, or jointly for sale and rent and to forward such listing to the Contract Broker who has been designated for that purpose. Except as other-

wise provided herein the preparation of listings with brokers and the maintenance of appropriate records will be performed by the Listing Sub-Section of the Regional Office. The Deputy General Manager in Charge may direct such preparation and maintenance of records by the Property Management Division of any State Office when in his opinion the transfer of that function to the State Office is to the best interests of the Corporation. When any State Office has been so directed to prepare listings the Assistant State Manager in Charge of Property Management shall cause to be designated the broker with whom the particular property is to be listed. In the assignment of specific properties with brokers due regard shall be given to the area assigned to the broker and to the type of property or class of customer which the broker is best qualified to handle. If the listing is to be prepared in the Regional Office the Assistant Regional Manager in Charge of Property Management shall cause designation of the broker to be made upon the recommendation of the Assistant State Manager in Charge of Property Management.

When the property is listed with a Contract Sales Broker, the Corporation shall distribute, on authorized forms, listings of any such property to Approved Sales Brokers within a reasonably effective area of the property. In cases where the use of standard listing forms is not expedient, properties may be listed with brokers by letter or other means deemed appropriate by the Assistant Regional Manager in Charge of Property Management, or the Assistant State Manager in Charge of Property Management.

Brokers shall be advised promptly by the Listing Sub-Section of any withdrawals of properties from listings and of any changes in the listing prices or rental prices. The listing for sale and for management shall be with the same broker provided such broker has been approved both as a Contract Sales Broker and Contract Management Broker. (Effective May 15, 1939)

(Above procedure promulgated by General Manager and General Counsel pursuant to authority vested in them by the Federal Home Loan Bank Board acting pursuant to Home Owners' Loan Act of 1933, 48 Stat. 129, 132, as amended by Section 13 of the Act of April 27, 1934, 48 Stat. 647; 12 U. S. C. 1463 (a), (k)).

[SEAL]

R. L. NAGLE,
Secretary.

[F. R. Doc. 39-1438; Filed, April 27, 1939;
2:22 p. m.]

[Administrative Order No. 409]

**PART 404, APPRAISAL
REVIEW OF APPRAISAL FILE; WHEN
APPRAISER IS BROKER**

Amending Part 404 of Chapter IV, Title 24 of the Code of Federal Regulations.

Section 404.03-14.1 is amended by changing the number thereof to Section 404.03-14 and by amending said section to read as follows:

Upon receipt of Form 608 and supplemental forms accompanying the report, the District or State Appraiser shall forward the original copy of Form 608 to the Appraisal Records Unit for completion of the neighborhood survey plat. All properties in the immediate vicinity, in which the Corporation has a financial interest and which may be influenced by rental or sale of the property under consideration, shall be shown on the plat. Loans are to be indicated in red and owned properties in blue. Any additional pertinent information of value to reviewing officials shall also be recorded, such as PM number, loan number, structure type, lot size, amount of loan, sale or rental data, etc.

The District or State Appraiser shall review the appraisal file for sufficiency of information and if reconditioning is recommended make two additional copies of the Form 608-A—Reconditioning Schedule—recording thereon the date of Form 608, the PM and Loan Number and the name and address of the owner or tenant if the property is occupied, and forward them directly to the Reconditioning Section. Reviews should then be prepared with recommendations which are considered advisable. The originals of Forms 600, 608, 608-A and other data and forms necessary to complete the file shall then be forwarded to the State or District Property Management Division for disposition of the case.

In instances where qualified Fee Property Appraisers are also operating as Contract Sales Brokers or Approved Sales Brokers within the same area, appraisal report certifications submitted shall be qualified to read—"No present or prospective interest excepting as a Contract Sales, Contract Management or an Approved Sales Broker." Field inspections or desk reviews of these cases shall be made by salaried appraisers in such number and frequency as to insure adequate and satisfactory competency or when the Regional or State Appraiser considers such action advisable or necessary to protect the Corporation's interests. (Effective May 1, 1939)

(Above procedure promulgated by General Manager and General Counsel pursuant to authority vested in them by the Federal Home Loan Bank Board acting pursuant to Home Owners' Loan Act of 1933, 48 Stat. 129, 132, as amended by Section 13 of the Act of April 27, 1934, 48 Stat. 647; 12 U. S. C. 1463 (a), (k)).

[SEAL]

R. L. NAGLE,
Secretary.

[F. R. Doc. 39-1440; Filed, April 27, 1939;
2:22 p. m.]

[Administrative Order No. 652]

PART 406, LEGAL

LIMITATION ON AMOUNT OF SETTLEMENT

Amending Part 406 of Chapter IV, Title 24 of the Code of Federal Regulations.

Section 406.03-6.1 is amended to read as follows:

The Regional Counsel, with the approval of the Regional Manager, may settle, adjust or compromise claims or matters affecting the Corporation (other than claims based upon personal injury or defalcation) upon such terms and conditions and for such consideration as they may determine to be for the best interests of the Corporation; provided, that no such claim or matter shall be settled, adjusted or compromised hereunder (a) if it is against the Corporation and cannot be settled within a limit of \$100, exclusive of costs and expenses, or (b) if it is held or asserted by the Corporation and involves more than \$100. The original authorization settling, compromising, adjusting, or disposing of a claim shall be furnished to the Regional Accountant and a copy to the General Counsel. If employee responsibility is involved, such authorization shall show that this question has been considered and its disposition, or that the question will have consideration and a memorandum showing the disposition made will be subsequently furnished to the Regional Accountant with copy to the General Counsel. If such responsibility is not involved, the authorization shall so state. The authority granted by this Article is in addition to and is not intended to limit the authority granted in other Articles of this Chapter. Such report shall be furnished to the General Counsel as he may direct. (Effective May 1, 1939)

(Above procedure promulgated by General Manager and General Counsel pursuant to authority vested in them by the Federal Home Loan Bank Board acting pursuant to Home Owners' Loan Act of 1933, 48 Stat. 129, 132, as amended by Section 13 of the Act of April 27, 1934, 48 Stat. 647; 12 U. S. C. 1463 (a), (k)).

[SEAL]

R. L. NAGLE,
Secretary.

[F. R. Doc. 39-1441; Filed, April 27, 1939; 2:22 p. m.]

TITLE 33—NAVIGATION AND NAVIGABLE WATERS

WAR DEPARTMENT

RULES RELATING TO NAVIGABLE WATERS

PART 207—NAVIGATION REGULATIONS

207.185 *Taylors Bayou, Texas, Beaumont Navigation District Lock; use, administration and navigation (special).*¹

¹ These regulations are supplementary to Title 33, Chapter II, Part 207, of the Code of Federal Regulations.

In pursuance of the provisions of Section 7 of the River and Harbor Act approved August 8, 1917, the following special regulations are hereby prescribed to govern the use, administration and navigation of the Beaumont Navigation District lock and dam across Taylors Bayou, Texas, to supplement the general regulations governing the use, administration and navigation of all waterways tributary to the Gulf of Mexico (except the Mississippi River and its tributaries) from St. Marks, Florida, to the Rio Grande.

(a) Between March 15 and September 15 each year pleasure boats, house boats, and other craft not employed for commercial purposes, will be locked through only at 6:00 and 11:45 a. m., and 6:30 p. m., except in cases of emergency; but whenever a lockage is made for a commercial boat, other craft may likewise pass through if there is room in the lock. At all other times lockages shall be made in accordance with existing regulations governing the use, administration, and navigation of all waterways tributary to the Gulf of Mexico (except the Mississippi River and its tributaries) from St. Marks, Florida, to the Rio Grande.

(b) The lock tender or one in charge of the lock shall be the judge as to whether the boat presenting itself for lockage is a commercial or pleasure boat. (Sec. 7, River and Harbor Act, Aug. 8, 1917, 40 Stat. 266; 33 U. S. C. 1) [Regs. April 17, 1939 (E. D. 7510 (Beaumont Navigation District)—7/1)]

[SEAL]

E. S. ADAMS,
Major General,
The Adjutant General.

[F. R. Doc. 39-1442; Filed, April 28, 1939; 10:26 a. m.]

Notices

SECURITIES AND EXCHANGE COMMISSION.

United States of America—Before the Securities and Exchange Commission

At a regular session of the Securities and Exchange Commission, held at its office in the City of Washington, D. C., on the 26th day of April, A. D. 1939.

[File No. 31-208]

IN THE MATTER OF INTERNATIONAL PAPER AND POWER COMPANY AND INTERNATIONAL PAPER COMPANY

ORDER DECLARING APPLICANTS NOT TO BE HOLDING COMPANIES

International Paper and Power Company having filed an application which, as amended, requests an order pursuant to Section 2 (a) (7) of the Public Utility Holding Company Act of 1935 declaring it not to be a holding company; International Paper Company having joined in such application; a hearing having been

held thereon;¹ the record in this matter having been duly considered; and the Commission having made appropriate findings of fact:

It is ordered, That International Paper and Power Company and International Paper Company be, and they are hereby, declared not to be holding companies within the meaning of Section 2 (a) (7) (A) of said Act.

By the Commission.

[SEAL]

FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1446; Filed, April 28, 1939; 10:58 a. m.]

United States of America—Before the Securities and Exchange Commission

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 26th day of April, A. D. 1939.

[File No. 58-10]

IN THE MATTER OF PENNSYLVANIA INVESTING CORPORATION

ORDER APPROVING SALE OF BONDS

Pennsylvania Investing Corporation, a subsidiary in the Associated Gas and Electric Company holding-company system, having filed an application pursuant to Section 12 (f) of the Public Utility Holding Company Act of 1935 and Rule U-12F-1 thereunder, seeking approval of the sale by it to Kentucky-Tennessee Light and Power Company, an associate company in said system, of \$211,800 principal amount of the latter company's First and Refunding Mortgage Bonds, 5 per cent series due 1954, for the cash sum of \$179,375, being the average cost thereof to the applicant and also the average price at which said bonds were originally sold by the issuer; said bonds to be acquired by the issuer, Kentucky-Tennessee Light and Power Company, for retirement out of funds presently to be derived from the sales of certain of its physical assets; and the proceeds of such sales to be applied by the applicant in pro tanto discharge of its indebtedness on its 6 per cent Convertible Obligation due March 1, 1963, to Associated Electric Company, an intermediate holding company in the same system; and

A public hearing having been held after appropriate notice;² the applicant having waived a Trial Examiner's report, submission by him of proposed findings of fact to the Commission, submission to him of requested findings of fact by counsel to the Commission, the filing of briefs with the Commission and oral argument before the Commission; and the record in this matter having been examined and the Commission having made and filed its findings herein;

¹ 3 F. R. 2512 DI.

² 4 F. R. 1435 DI.

It is ordered, That the sale of said bonds in the principal amount of \$211,800 be and the same hereby is approved, subject, however, to the following conditions:

(1) That the sale of said bonds shall be in compliance with the terms and conditions of, and for the purpose represented by, said application;

(2) That within ten days after the sale of said bonds, or after the sale of each block thereof if consummated in more than one transaction, the applicant shall file with the Commission a Certificate of Notification showing that such sale has been effected in accordance with the terms and conditions represented by said application;

(3) That, when all fees and expenses in connection with the transaction have been finally determined, the applicant shall file with this Commission a certificate setting forth the actual amounts paid or to be paid, to whom, and the services rendered therefor; and the Commission specifically reserves the right to reopen this matter with respect thereto, if the amount of such fees and expenses should appear unreasonable.

By the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1443; Filed, April 28, 1939;
10:57 a. m.]

*United States of America—Before the
Securities and Exchange Commission*

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 27th day of April, A. D. 1939.

[File No. 43-197]

IN THE MATTER OF SOUTHWESTERN
DEVELOPMENT COMPANY

NOTICE OF AND ORDER FOR HEARING

A declaration pursuant to section 7 of the Public Utility Holding Company Act of 1935, having been duly filed with this Commission by the above-named party;

It is ordered, That a hearing on such matter be held on May 11, 1939, at ten o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue, NW., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held. At such hearing, if in respect of any declaration, cause shall be shown why such declaration shall become effective.

It is further ordered, That Charles S. Moore or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matter. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to

continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such declarant or applicant and to any other person whose participation in such proceeding may be in the public interest or for protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 6, 1939.

The matter concerned herewith is in regard to the proposed extension of maturity of the declarant's promissory note due July 1, 1941 in the principal amount of \$2,562,298.36; the reduction of interest on said note from 4% to 3½%, and the modification of the loan agreement between declarant and Guaranty Trust Company of New York, under which said note was issued.

By the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1444; Filed, April 28, 1939;
10:57 a. m.]

*United States of America—Before the
Securities and Exchange Commission*

At a regular session of the Securities and Exchange Commission, held at its office in the City of Washington, D. C., on the 27th day of April, A. D. 1939.

[File No. 1-2559]

IN THE MATTER OF THE REGISTRATION OF
SOCIETA ADRIATICA DI ELETTRICITA (AD-
RIATIC ELECTRIC COMPANY) 25-YEAR 7%
EXTERNAL SINKING FUND BONDS DUE
APRIL 1, 1952

NOTICE OF HEARING

I

It appearing to the Commission,

That the Societa Adriatica Di Elettricità, a corporation of the Kingdom of Italy, is the issuer of 25-Year 7% External Sinking Fund Bonds, due April 1, 1952, and

That said Societa Adriatica Di Elettricità registered such security on the New York Stock Exchange, a national securities exchange, by filing on or about April 8, 1936, application on Form 21 with the said exchange and with the Commission, pursuant to Section 12 (b) of the Securities Exchange Act of 1934, as amended, and pursuant to Rule X-12A-1, as amended, formerly designated as Rule JB-1, promulgated by the Commission thereunder; and

That pursuant to Section 13 (a) of the said Securities Exchange Act of 1934, as amended, and Rules X-13A-1 and X-13A-2, formerly designated Rules KA-1 and KA-2 respectively, promulgated by the Commission thereunder, said Societa Adriatica Di Elettricità filed on or about February 16, 1938 its annual report on Form 21-K for the fiscal year ended March 31, 1937; and

That said Rule X-13A-1, promulgated pursuant to Section 13 (a) of said Securities Exchange Act of 1934, as amended, did and does require that an annual report for each issuer of a security registered on a national securities exchange, shall be filed on the appropriate form prescribed therefor; and

That said Rule X-13A-2, promulgated pursuant to Section 13 (a) of said Securities Exchange Act of 1934, did and does prescribe Form 21-K as the annual report form to be used for the annual reports of nationals of a foreign country, other than a North American country or Cuba, with respect to bonds or other evidences of indebtedness.

II

The Commission having reason to believe that,

(a) The Societa Adriatica di Elettricità has failed to comply with said Section 13 (a) and the Rules and Regulations promulgated thereunder in that the annual report filed by it for the year ended March 31, 1937.

(1) Fails to include financial statements of Societa Adriatica di Elettricità for its fiscal year ended March 31, 1936, and for each of its subsidiaries for their fiscal years ended December 31, 1935, as required by the instructions for Form 21-K,

(2) Fails to append a note to the profit and loss statement of Societa Adriatica di Elettricità for the period ended March 31, 1937, setting forth the difference between the dividends received by the registrant from all subsidiaries and registrant's proportion of the earnings or losses of such subsidiaries as required by paragraph B 2 (b) of the Instructions as to financial statements for Form 21-K:

(b) The said Societa Adriatica di Elettricità has also failed to file the information and documents required by said Rule X-13A-1 adopted by the Commission pursuant to said Section 13 (a) in that it has failed to file its annual report for the year ended March 31, 1938 on Form 21-K as prescribed by Rule X-13A-2 as adopted by the Commission pursuant to said Section 13 (a).

III

The Commission being of the opinion that pursuant to Section 19 (a) (2) of the said Securities Exchange Act of 1934, as amended, a hearing should be held to determine whether said Societa Adriatica di Elettricità has so failed to comply with said Section 13 (a) and said Rules and Regulations promulgated by the Commission thereunder, and if so, whether it is necessary or appropriate for the protection of investors to suspend for a period not exceeding twelve months or to withdraw the registration of said 25-Year 7% External Sinking Fund Bonds due April 1, 1952 on the said New York Stock Exchange;

It is ordered, That a public hearing be held for such purpose before the officer

of the Commission herein designated, beginning on the 26th day of May 1939 at 10 o'clock A. M. in Room 1102 at the office of the Securities and Exchange Commission, 1778 Pennsylvania Avenue, Northwest, Washington, D. C., and to continue thereafter at such times and places as said officer may determine; and

It is further ordered, That for the purpose of such proceedings, Charles S. Moore, an officer of the Commission, be and he hereby is designated to administer oaths and affirmations, subpoena witnesses, compel their attendance, take testimony, and require the production of any books, papers, correspondence, memoranda or other records deemed relevant or material to the inquiry and to perform all other duties in connection therewith authorized by law.

By direction of the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1445; Filed, April 28, 1939;
10:58 a. m.]

*United States of America—Before the
Securities and Exchange Commission*

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 27th day of April, A. D. 1939.

[File No. 31-122]

*IN THE MATTER OF THE POTOMAC EDISON
COMPANY*

NOTICE OF AND ORDER FOR HEARING

An application pursuant to section 3 (a) (2) of the Public Utility Holding Company Act of 1935, having been duly filed with this Commission by the above-named party;

It is ordered, That a hearing on such matter be held on May 17, 1939, at 10:00 o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue NW., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held. At such hearing, if in respect of any declaration, cause shall be shown why such declaration shall become effective.

It is further ordered, That, Robert P. Reeder, or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matter. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such declarant or applicant and to any other person whose participation in such proceeding may be in the public interest or for the protection of investors or consumers. It is requested that any person

desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 12, 1939.

The matter concerned herewith is in regard to the application of The Potomac Edison Company, filed pursuant to section 3 (a) (2) of the Public Utility Holding Company Act, for an order declaring it not to be a holding company.

By the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1452; Filed, April 28, 1939;
12:52 p. m.]

*United States of America—Before the
Securities and Exchange Commission*

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 27th day of April, A. D. 1939.

[File No. 31-129]

*IN THE MATTER OF WEST PENN POWER
COMPANY*

NOTICE OF AND ORDER FOR HEARING

An application pursuant to section 3 (a) (2) of the Public Utility Holding Company Act of 1935, having been duly filed with this Commission by the above-named party;

It is ordered, That a hearing on such matter be held on May 16, 1939, at 11:00 o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue NW., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held. At such hearing, if in respect of any declaration, cause shall be shown why such declaration shall become effective.

It is further ordered, That Robert P. Reeder or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matter. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such declarant or applicant and to any other person whose participation in such proceeding may be in the public interest or for the protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 11, 1939.

The matter concerned herewith is in regard to the application of West Penn Power Company, filed pursuant to section 3 (a) (2) of the Public Utility Hold-

ing Company Act, for an order declaring it not to be a holding company.

By the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1454; Filed, April 28, 1939;
12:52 p. m.]

*United States of America—Before the
Securities and Exchange Commission*

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 27th day of April, A. D. 1939.

[File No. 31-226]

*IN THE MATTER OF MONONGAHELA WEST
PENN PUBLIC SERVICE COMPANY*

NOTICE OF AND ORDER FOR HEARING

An application pursuant to section 3 (a) (2) of the Public Utility Holding Company Act of 1935, having been duly filed with this Commission by the above-named party;

It is ordered, That a hearing on such matter be held on May 16, 1939, at 10:00 o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue NW., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held. At such hearing, if in respect of any declaration, cause shall be shown why such declaration shall become effective.

It is further ordered, That Robert P. Reeder or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matter. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such declarant or applicant and to any other person whose participation in such proceeding may be in the public interest or for the protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 11, 1939.

The matter concerned herewith is in regard to the application of Monongahela West Penn Public Service Company, filed pursuant to section 3 (a) (2) of the Public Utility Holding Company Act, for an order declaring it not to be a holding company.

By the Commission.

[SEAL] FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1453; Filed, April 28, 1939;
12:52 p. m.]

United States of America—Before the Securities and Exchange Commission

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 28th day of April, A. D. 1939.

[File Nos. 52-7 and 52-8]

IN THE MATTER OF MOUNTAIN STATES POWER COMPANY

NOTICE OF AND ORDER FOR HEARING

An amendment to an application pursuant to Sections 11 (f) and (g) of the Public Utility Holding Company Act of 1935, having been filed with this Commission by Z. E. Merrill, president and director of Mountain States Power Company, on behalf of the Company, and by David S. Soliday, John H. Mason, John W. Sparling, E. B. Williamson, and Thomas E. Young as a Preferred Stockholders' Committee for the holders of 7% Cumulative Preferred Stock of Mountain States Power Company;

It is ordered, That a hearing on such matter be held on May 16, 1939, at ten o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue, N. W., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held. At such hearing, if in respect of any declaration, cause shall be shown why such declaration shall become effective.

It is further ordered, That Richard Townsend or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matter. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under Section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such declarant or applicant and to any other person whose participation in such proceeding may be in the public interest or for the protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 11, 1939.

The matter concerned herewith is in regard to an application for approval of and a report on a plan of reorganization of said Mountain States Power Company pursuant to Sections 11 (f) and (g) of said Act. The plan provides for the distribution of the securities of the reorganized company as follows:

For each \$100 principal amount of First Mortgage Bonds, Series A, 5% and Series B, 6%.	\$100 principal amount of new 20-year First Mortgage 5% Bonds, due January 1, 1958.
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For each share of \$100 par value 7% Cumulative preferred Stock and all dividends accumulated and unpaid thereon.

To Standard Gas and Electric Company for its disputed claim in the amount of \$6,947,292.52 and as holder of 88,530.38 shares of no par Common stock.

For each twenty shares of no par Common Stock owned by persons other than Standard Gas and Electric Company.

Applications for the approval of three previous reorganization plans have been filed with this Commission, and hearings were held thereon in July, October, and December, 1938.

By the Commission.

[SEAL]

FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1451; Filed, April 28, 1939; 12:52 p. m.]

United States of America—Before the Securities and Exchange Commission

At a regular session of the Securities and Exchange Commission held at its office in the City of Washington, D. C., on the 28th day of April, A. D. 1939.

[File No. 56-28]

IN THE MATTERS OF INTERNATIONAL UTILITIES CORPORATION, GENERAL WATER GAS & ELECTRIC COMPANY, SECURITIES CORPORATION GENERAL, AMERICAN STATES UTILITIES CORPORATION, AND RALPH ELSMAN

NOTICE OF AND ORDER FOR HEARING

Applications pursuant to sections 12 (c), 12 (d), 12 (f) and 10 of the Public Utility Holding Company Act of 1935, having been duly filed with this Commission by the above-named parties;

It is ordered, That a hearing on such matters be held on May 15, 1939, at 10:00 o'clock in the forenoon of that day, at the Securities and Exchange Building, 1778 Pennsylvania Avenue NW., Washington, D. C. On such day the hearing-room clerk in room 1102 will advise as to the room where such hearing will be held.

It is further ordered, That Charles S. Moore or any other officer or officers of the Commission designated by it for that purpose shall preside at the hearings in such matters. The officer so designated to preside at any such hearing is hereby authorized to exercise all powers granted to the Commission under section 18 (c) of said Act and to a trial examiner under the Commission's Rules of Practice to continue or postpone said hearing from time to time.

Notice of such hearing is hereby given to such applicants and to any other per-

One share of new 5% Cumulative Preferred Stock, \$50 par value, and two shares of new Common Stock, no par value.

140,614 shares of new Common Stock, no par value.

One share of new Common Stock, no par value.

son whose participation in such proceeding may be in the public interest or for the protection of investors or consumers. It is requested that any person desiring to be heard or to be admitted as a party to such proceeding shall file a notice to that effect with the Commission on or before May 10, 1939.

The matters concerned herewith are in regard to the following related transactions:

American States Utilities Corporation proposes to sell (a) 6% demand notes of Kellogg Power & Water Company in the amount of \$100,000, and (b) 65,000 shares amounting to \$65,000 par value of the common stock of Kellogg Power & Water Company, being all of the outstanding notes and stocks of Kellogg, a subsidiary water company of the applicant incorporated and operating in Idaho, to General Water Gas & Electric Company for \$165,000, plus an adjustment in respect of the current position of Kellogg.

American States Utilities Corporation further proposes to sell (a) 6% note of Hermiston Light & Power Company in the amount of \$45,000, and (b) 300 shares, amounting in the aggregate to \$30,000 par value, of the common stock of Hermiston Light & Power Company, being all of the outstanding common stock of Hermiston, a subsidiary electric company of the applicant operating in Umatilla County, Oregon. The securities are to be sold to Ralph Elsmann, liquidating trustee, and International Utilities Corporation for a minimum consideration of \$110,000 cash, plus an adjustment in respect of the current position of Hermiston. This sum will be advanced to Mr. Ralph Elsmann, liquidating trustee, by International Utilities Corporation, with which corporation Mr. Elsmann is associated, to finance the acquisition. Under the trust arrangement, Mr. Elsmann will operate the properties of Hermiston until a suitable purchaser is obtained. Upon sale by the liquidating trustee, the proceeds of the sale are to be applied, first, to the expenses of the sale; second, to the repayment of the \$110,000 advanced by International Utilities Corporation; third, to the payment to the liquidating trustee of any amount by which the earned surplus at the time exceeds the sum of \$6,000, and the balance, if any, to American States Utilities Corporation.

American States Utilities Corporation proposes to acquire and retire a maximum of 24,000 shares of its preferred stock with the proceeds from (a) its proposed sale of notes and stock of Kellogg Power & Water Company; (b) its proposed sale of the notes and stock of Hermiston Light & Power Company and (c) a possible sale by American States of the notes and stock of Grimes Pass Power Company, purchaser and price as yet unascertained. A minimum of \$275,000 will be received as consideration for the sale of American States

Utilities Corporation's holdings in Kellogg Power & Water Company and Hermiston Light & Power Company. Tenders to sell to American States shares of its preferred stock will be requested of all holders of such stock, and the corporation proposes, subject to the commitment from International Utilities Corporation, General Water Gas & Electric Company and Securities Corporation General to tender 23,000 shares of preferred stock at a price not exceeding \$15 per share as hereinafter described, to purchase shares tendered at the lowest price or prices.

International Utilities Corporation, General Water Gas & Electric Company, and Securities Corporation General propose to tender and sell to American States Utilities Corporation, under certain conditions precedent, not less than 18,333 shares of the preferred stock of American States Utilities Corporation for retirement against calls for tender thereof by said corporation. The stock is to be tendered at a price of not more than \$15 a share. The conditions precedent are the sale by American States Utilities Corporation to General Water Gas & Electric Company of its holdings in securities of Kellogg Power & Water Company for \$165,000, and the transfer to a liquidating trustee of its holdings in securities of Hermiston Light & Power Company for \$110,000. Further, in the event of the sale by American States Utilities Corporation of its holdings in Grimes Pass Power Company, International Utilities Corporation, General Water Gas & Electric Company, and Securities Corporation General propose to tender an additional 4,667 shares of such preferred stock, or a possible maximum total of 23,000 shares. The number of shares acquired from International Utilities Company, General Water Gas & Electric Company, and Securities Corporation General will depend on shares acquired from other shareholders, since it is proposed that American States Utilities Corporation will be bound to accept the tenders most advantageous to it.

International Utilities Corporation, General Water Gas & Electric Company, and Securities Corporation General propose to sell to Smith, Landeryou & Company a possible maximum number of 39,060 shares of the preferred stock and 14,184 shares of the common stock of American States Utilities Corporation. The preferred stock is to be sold at a price of \$14.31 per share and the common stock at a price of \$1.50 per share. The three companies have agreed to sell to Smith, Landeryou & Company 6,000 shares of such preferred stock of American States Utilities Corporation, and

have granted to Smith, Landeryou & Company an option on the remaining 33,060 shares of such preferred stock and on 14,184 shares of common stock of American States Utilities Corporation owned by them. This option is to be exercised in respect of the preferred stock at the rate of at least 4,000 shares at each thirty-day period until 10,060 shares of such stock have been taken up and paid for; in the event Smith, Landeryou & Company have taken up and paid for said 10,060 shares, the option with respect to the remaining 23,000 shares of preferred stock shall not become effective until after the determination of which of the shares tendered by the three companies to American States Utilities Corporation are accepted or rejected by the latter corporation and upon such determination the option agreement shall become operative. Of the 39,060 shares of preferred stock held by the three companies, 34,000 shares are held by International Utilities Corporation, 2,200 by General Water Gas & Electric Company, and 2,860 by Securities Corporation General. Of the total of 14,184 shares of common stock held by the three companies, 12,505 shares are held by International Utilities Corporation, 730 shares by General Water Gas & Electric Company, and 949 shares by Securities Corporation General. In the event that no shares are accepted on tender to American States Utilities Corporation and the options by Smith, Landeryou & Company are fully exercised, International Utilities Corporation will receive a total consideration of \$505,297.50 for its holdings of preferred and common stock; General Water Gas & Electric Company will receive a total consideration of \$32,577 for its holdings; and Securities Corporation General will receive a total consideration of \$42,350 for its holdings. In the event that 23,000 shares of the preferred stock of American States Utilities Corporation are accepted by the latter corporation on tender to it and the remaining options by Smith, Landeryou & Company are fully exercised, International Utilities Corporation will receive a total consideration for its holdings of \$517,676; General Water Gas & Electric Company will receive a total consideration of \$34,095; and Securities Corporation General will receive a total consideration of \$44,323.50. Smith, Landeryou & Company contemplates the public distribution by it of all the securities proposed to be acquired from the applicants. The sale to Smith, Landeryou & Company is contingent upon the filing by American States Utilities Corporation of an effective registration statement and prospectus with the Securities and Exchange Commission pursuant to the Securities Act of 1933 covering the sale of 39,060 shares of pre-

ferred stock and 14,184 shares of common stock.

General Water Gas & Electric Company and Securities Corporation General are both subsidiaries of International Utilities Corporation, a registered holding company. The applicants state that the aggregate holdings of International Utilities Corporation, General Water Gas & Electric Company, and Securities Corporation General of the voting securities of American States Utilities Corporation, a registered holding company, represent 20.16% of the total voting securities of that company outstanding. The applicants further state that Mr. Ralph Elsmann is a director of International Utilities Corporation, an officer and director of General Water Gas & Electric Company and other subsidiaries of International Utilities Corporation, and is president and director of Southern California Water Company, a subsidiary of American States Utilities Corporation.

American States Utilities Corporation has filed applications pursuant to Rule U-12D-1 and Rule U-12F-1 for approval of the sale of the notes and stock of Kellogg Power & Water Company and Hermiston Light & Power Company, and has filed an application, pursuant to Rule U-12C-1, for approval of the acquisition and retirement of a maximum number of 24,000 shares of its preferred stock. General Water Gas & Electric Company has filed an application, pursuant to Rule U-10A-1, for approval of the acquisition from American States Utilities Corporation of the notes and stock of Kellogg Power & Water Company. Mr. Ralph Elsmann, liquidating trustee, and International Utilities Corporation have filed an application, pursuant to Rule U-10A-1, for approval of the acquisition from American States Utilities Corporation of a note and the common stock of Hermiston Light & Power Company. International Utilities Corporation, General Water Gas & Electric Company and Securities Corporation General have filed applications, pursuant to Rule U-12D-1, for the tender and sale to American States Utilities Corporation of a possible maximum total of 23,000 shares, and to sell to Smith, Landeryou & Company a possible maximum number of 39,060 shares of the preferred stock and 14,184 shares of the common stock of American States Utilities Corporation.

The Commission has made no finding as to any of the above recited facts which are set forth solely for the purpose of indicating the scope of said applications.

By the Commission.

[SEAL]

FRANCIS P. BRASSOR,
Secretary.

[F. R. Doc. 39-1455; Filed, April 28, 1939; 12:53 p. m.]

